

DECLARATION AND POWER OF ATTORNEY
(Attorney Docket No. 106941.174 (AQLA-19))

As a below-named inventor, I hereby declare that:

My residence, post office address and citizenship is as stated below next to my name.

I believe that I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled:

NOVEL COMPOSITIONS OF QS-21

the specification of which (check only one):

is attached hereto.

was filed as United States Patent Application
Serial No. 09/143,145
on August 28, 1998
and was amended
on _____
(if applicable)

was filed as PCT Patent Application
Serial No. _____
on _____
and was amended under PCT Article 19
on _____
(if applicable)

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the patentability of the claims of this application in accordance with Title 37, Code of Federal Regulations, Sections 1.56(a) and 1.56(b).

I hereby claim foreign priority benefits under Title 35, United States Code, §119(a)-(d) or 365(b) of any foreign application(s) for patent or inventor's certificate or of any PCT international application(s) designating at least one country other than the United States of America listed below and have also identified below any foreign application(s) for patent or inventor's certificate or any PCT international application(s) designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) of which priority is claimed:

**PRIOR FOREIGN/PCT APPLICATION(S) AND ANY PRIORITY CLAIMS
UNDER 35 U.S.C. §119(a)-(d) or 365(b):**

COUNTRY (If PCT indicate PCT)	APPLICATION NUMBER	DATE OF FILING	PRIORITY CLAIMED UNDER 35 U.S.C. §119(a)- (b) or 365(b) (YES/NO)
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I hereby claim the benefit under 35 U.S.C. §119(e) of any United States provisional patent application(s) listed below:

APPLICATION NUMBER	DATE OF FILING	STATUS: (PENDING OR ABANDONED)
60/057,255	August 29, 1997	Abandoned

I hereby claim the benefit under Title 35, United States Code, § 120 or 365(c) of any United States application(s) or PCT international application(s) designating the United States of America that is/are listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in that/those prior application(s) in the manner provided by the first paragraph of Title 35, United States Code, § 112. I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, § 1.56 which occurred between the filing date of the prior applications and the national or PCT international filing date of this application:

**PRIOR U.S. APPLICATION OR PCT INTERNATIONAL APPLICATION(S)
DESIGNATING THE U.S. FOR BENEFIT UNDER 35 U.S.C. § 120 or 365(c):**

APPLICATION NUMBER	DATE OF FILING (day, month, year)	STATUS: (PATENTED, PENDING OR ABANDONED)
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POWER OF ATTORNEY: As named inventors, we hereby appoint the following attorneys and/or agents to prosecute this application and transact all business in the Patent and Trademark Office connected therewith:

Colleen Superko	Reg. No. 39,850
Michael J. Bevilacqua	Reg. No. 31,091
James B. Lampert	Reg. No. 24,564
Wayne M. Kermard	Reg. No. 30,271
Hollie L. Baker	Reg. No. 31,321
Wayne A. Keown, Ph.D.	Reg. No. 33,923
Donald R. Steinberg	Reg. No. 37,241
Michael A. Diener	Reg. No. 37,122
Richard A. Goldenberg	Reg. No. 38,895
Peter M. Dichiara	Reg. No. 38,005
Ann-Louise Kerner, Ph.D.	Reg. No. 33,523
Keum J. Park	Reg. No. 42,059
Jason A. Reyes	Reg. No. 41,513
Rajesh Vallabh	Reg. No. 35,761
Ayla A. Lari	Reg. No. 43,739
Janice M. Klunder, Ph.D.	Reg. No. 41,121
Nancy Chiu, Ph.D.	Reg. No. P43,545

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Henry N. Wixon	Reg. No. 32,073
Gretchen Rice, Ph.D.	Reg. No. 37,429
Robert McIsaac	Reg. No. P46,918

the mailing address and telephone number of each of whom is HALE AND DORR LLP, 60 State Street, Boston, Massachusetts 02109 and (617) 526-6000, with full power of substitution and revocation to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Send Correspondence To

**Colleen Superko
Hale and Dorr LLP
60 State Street
Boston, MA 02109**

Direct Telephone Calls To

Colleen Superko
(617) 526-6564

Wherefore I petition that letters patent be granted to me for the invention or discovery described and claimed in the attached specification and claims, and hereby subscribe my name to said specification and claims and to the foregoing declaration, power of attorney, and this petition.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements

were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first and joint inventor: Charlotte A. Kansil

Inventor's signature Charlotte A. Kenil ✓ Date Sept. 5, 2000

Country of Citizenship: United States of America

Residence: 15 Camp Street Milford Massachusetts 01757

Post Office Address: 15 Camp Street, Milford, Massachusetts 01757

Full name of additional joint inventor: Gerald A. Beltz

Inventor's signature Gerald A. Kutz Date Sept 5, 2002

Country of Citizenship: United States of America

Residence: 4 Eustis Street, Lexington, Massachusetts 02421

Post Office Address: 4 Eustis Street, Lexington, Massachusetts 02421

~~ANTIGENICS INC.~~ PAX 500
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Application of: Charlotte A. Kensil, et al.

Serial No.: 09/143,145

Group Art Unit: 1644

Filed: August 28, 1998

Examiner: D. Saunders

For: NOVEL COMPOSITIONS OF SAPONIN
ADJUVANTS AND EXCIPIENTS

Attorney Docket No.: 8449-146

REVOCATION AND POWER OF ATTORNEY

Commissioner for Patents
Washington, D.C. 20231

SIR:

Antigenics Inc. (formerly Aquila Biopharmaceuticals Inc.), a Massachusetts corporation, having an address at 34 Commerce Way, Woburn, Massachusetts, 01801, owner of the entire right, title and interest in, to and under the invention described and claimed in the above-identified patent application by virtue of an assignment (or assignments) recorded on December 5, 2001, at Reel 011349, Frame 0349, hereby revokes all previous powers of attorney and appoints S. Leslie Misrock (Reg. No. 18872), Berj A. Terzian (Reg. No. 20060), David Weild, III (Reg. No. 21094), Jonathan A. Marshall (Reg. No. 24614), Barry D. Rein (Reg. No. 22411), Stanton T. Lawrence, III (Reg. No. 25736), Charles E. McKenney (Reg. No. 22795), Philip T. Shannon (Reg. No. 24278), Francis E. Morris (Reg. No. 24615), Charles E. Miller (Reg. No. 24576), Gidon D. Stern (Reg. No. 27469), John J. Lauter, Jr. (Reg. No. 27814), Brian M. Poissant (Reg. No. 28462), Brian D. Coggio (Reg. No. 27624), Rory J. Radding (Reg. No. 28749), Stephen J. Harbulak (Reg. No. 29166), Donald J. Goodell (Reg. No. 19766), James N. Palik (Reg. No. 25510), Thomas E. Friebel (Reg. No. 29258), Laura A. Coruzzi (Reg. No. 30742), Jennifer Gordon (Reg. No. 30753), Geraldine F. Baldwin (Reg. No. 31232), Victor N. Balancia (Reg. No. 31231), Samuel B. Abrams (Reg. No. 30605), Steven I. Wallach (Reg. No. 35402), Marcia H. Sundeen (Reg. No. 30893), Paul J. Zegger (Reg. No. 33821), Edmond R. Bannon (Reg. No. 32110), Bruce J. Barker (Reg. No. 33291), Adriane M. Antler (Reg. No. 32605), Thomas G. Rowan (Reg. No. 34419), James G. Markey (Reg. No. 31636), Thomas D. Kohler (Reg. No. 32797), Scott D. Stimpson (Reg. No. 33607), Gary S. Williams (Reg. No. 31066), Ann L. Gisolfi (Reg. No. 31956), Todd A. Wagner (Reg. No. 35399), Scott B. Familiant (Reg. No. 35514), Kelly D. Talcott (Reg. No. 39582), Francis D. Cerrito (Reg. No. 38100), Anthony M. Insogna (Reg. No. 35203), Brian M. Rothery (Reg. No. 35340), Brian D. Siff (Reg. No.

NY2 - 1252450.1

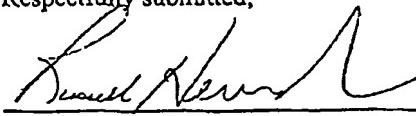
35679), Alan Tenenbaum (Reg. No. 34939), Michael J. Lyons (Reg. No. 37,386), Garland T.

Stephens (Reg. No. 37,242) and William J. Sipio (Reg. No. 34,514), all of Pennie & Edmonds LLP, whose addresses are 1155 Avenue of the Americas, New York, New York 10036, 1667 K Street N.W., Washington, DC 20006 and 3300 Hillview Avenue, Palo Alto, CA 94304, and each of them its attorneys, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Please direct all future correspondence to Pennie & Edmonds LLP, located at 1155 Avenue of the Americas, New York, N.Y. 10036-2711, and direct all telephone calls to Pennie & Edmonds LLP at (212) 790-9090.

Respectfully submitted,

Date: November 6, 2001

By: 

Russell Herndon

Chief Operating Officer

Aquila Biopharmaceuticals Inc.

NY2 - 1252450.1

UNITED STATES
PATENT AND
TRADEMARK OFFICE

FEBRUARY 01, 2002

PTAS

Chief Financial Officer and Chief Administrative Officer
Washington, DC 20231
www.uspto.gov

PENNIE & EDMONDS LLP
ADRIANE ANTWER
1155 AVENUE OF AMERICAS
NEW YORK, NEW YORK 10036-2711

2301



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UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 11/08/2001

REEL/FRAME: 012353/0235

NUMBER OF PAGES: 9

BRIEF: MERGER AND CHANGE OF NAME

ASSIGNOR:

AQUILA BIOPHARMACEUTICALS INC.

DOC DATE: 05/31/2001

ASSIGNEE:

ANTIGENICS INC.
34 COMMERCE WAY
WOBURN, MASSACHUSETTS 01801

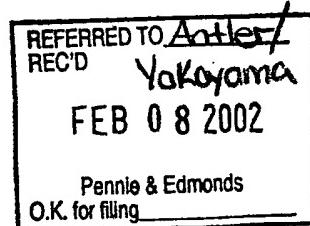
SERIAL NUMBER: 09143145

FILING DATE: 08/28/1998

PATENT NUMBER:

ISSUE DATE:

ALLYSON PURNELL, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS



FEDERAL IDENTIFICATION
NO. Applied for

60-742440
(Antigenics Inc.)

FEDERAL IDENTIFICATION
NO. 04-3307818 (M)

Aquila Biopharmaceuticals, Inc.

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

081

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

*merger of

(m) 9/11/96

AQUILA BIOPHARMACEUTICALS, INC.

a Delaware corporation

(R)

-AND-

(m) 2/16/01

ANTIGENICS INC.

a Massachusetts corporation

the constituent corporations, into

(S)

ANTIGENICS INC.

*one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the *merger determined pursuant to the agreement of *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

3. (For a merger)

The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

None.

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

Not Applicable

C :
P :
M :
R.A. :
M :

4

*Delete the inapplicable word.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring such addition is clearly indicated.

100-100-00-00

the number of shares and the par value, if any, of each class of stock which the resulting corporation is

WITHOUT PAR VALUE		WITH PAR VALUE		
	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common:		
		Preferred:		

If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series when established.

Not Applicable

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

Not Applicable

(c) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Not Applicable

Item 4 below may be deleted if the ~~existing~~ surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~existing~~ surviving corporation.

(a) The street address of the ~~existing~~ surviving corporation in Massachusetts is: (post office boxes are not acceptable)
34-A Commerce Way, Woburn, MA 01801

*If there are no provisions, state "None."

(c) The name, residential address and post office address of each director and officer of the ~~XXXXXX~~ "surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Garo Armen	66 Mayfair Lane Manhasset, NY 11030	c/o Antigenics Inc. 630 Fifth Ave., Ste. 2100, New York, NY 10111
Treasurer: Garo Armen	Same as above	Same as above
Clerk: Garo Armen	Same as above	Same as above
Director: Garo Armen	Same as above	Same as above

(c) The fiscal year end (i.e. tax year) of the ~~XXXXXX~~ "surviving corporation shall end on the last day of the month of:
~~December~~

(d) The name and business address of the resident agent, if any, of the ~~XXXXXX~~ "surviving corporation is:

~~not applicable~~
~~(C) Corporation~~, 101 Federal St., Boston, MA 02110
~~This~~ ~~5~~ below may be deleted if the ~~XXXXXX~~ surviving corporation is organized under the laws of Massachusetts.

5.

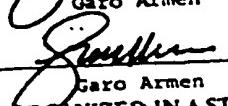
FOR MASSACHUSETTS CORPORATIONS

The undersigned *President ~~XXXXXX~~ and *Clerk ~~XXXXXX~~ of Antigenics Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ "merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.



Garo Armen

"President ~~XXXXXX~~"



Garo Armen

"Clerk ~~XXXXXX~~"

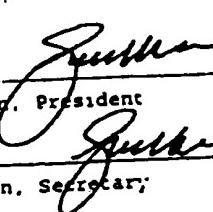
FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, + President _____ and ++ Secretary _____ of Aquila Biopharmaceuticals, Inc. a corporation organized under the laws of Delaware further state under the penalties of perjury that the agreement of ~~XXXXXX~~ "merger has been duly adopted by such corporation in the manner required by the laws of Delaware.

*Delete the inapplicable words.
+Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Law, Chapter 156B
++Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation

+

Garo Armen, President
++

Garo Armen, Secretary


021964

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~CONSOLIDATION~~ *Merger and,
the filing fee in the amount of \$ 250 -, having been paid,
said articles are deemed to have been filed with me this 31st
day of May, 2001.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Megan Hannigan, Esq.

Palmer & Dodge LLP

One Beacon St., Boston, MA 02108

Telephone (617) 571-0100

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AQUILA BIOPHARMACEUTICALS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ANTIGENICS INC." UNDER THE NAME OF "ANTIGENICS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3398165 8100M

AUTHENTICATION: 1163848

010259992

DATE: 05-31-01

CERTIFICATE OF MERGER
OF
AQUILA BIOPHARMACEUTICALS, INC.
(a Delaware corporation)
INTO
ANTIGENICS INC.
(a Massachusetts corporation)
which will be the surviving corporation
(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Aquila Biopharmaceuticals, Inc.	Delaware
Antigenics Inc.	Massachusetts

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation of the merger is Antigenics Inc.

FOURTH: That, by virtue of the merger, the Articles of Organization of Antigenics Inc. shall be the articles of organization of the surviving corporation.

FIFTH: That the executed agreement and plan of merger is on file at the Massachusetts office of the surviving corporation, located at 34-A Commerce Way, Woburn, MA 01801.

SIXTH: That a copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without costs, to any stockholder of any constituent corporation.

SEVENTH: That the surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent

corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware and irrevocably appoints the Secretary of State of the State of Delaware, as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Delaware Secretary of State to: Antigenics Inc., 630 Fifth Avenue, Suite 2100, New York, New York.

(Remainder of Page Intentionally Left Blank)

IN WITNESS WHEREOF, Antigenics Inc. has caused this Certificate of Merger to be signed by its authorized officer, with effect as of the 31st day of May, 2001.

ANTIGENICS INC.

By: Garo Armen
Name: Garo Armen
Title: President



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MARCH 01, 2001

PTAS

HALE AND DORR



HALE AND DORR LLP
COLLEEN SUPERKO
60 STATE STREET
BOSTON, MASSACHUSETTS 02109

101558395A

MAR 08 2001

DOCKET
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INTELLECTUAL PROPERTY
DEPARTMENT

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

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RECORDATION DATE: 12/05/2000

REEL/FRAME: 011349/0349
NUMBER OF PAGES: 4

BRIEF: ASSIGNMENT OF ASSIGNEE'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNEE:
KENSIL, CHARLOTTE A.

DOC DATE: 11/22/2000

ASSIGNEE:
BELTZ, GERALD A.

DOC DATE: 11/22/2000

ASSIGNEE:
AQUILA BIOPHATMARCEUTICALS, INC.
175 CROSSING BOULEVARD
SUITE 200
FRAMINGTON, MASSACHUSETTS 01702

SERIAL NUMBER: 60057225
PATENT NUMBER:

FILING DATE: 08/27/1997
ISSUE DATE:

SHARON LATIMER, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

Docketed _____
By CD on 9 Mar 01

ASSIGNMENT

WHEREAS, we, **Charlotte A. Kensil**, a citizen of the United States of America and residing at 15 Camp Street, Milford, Massachusetts 01757, and **Gerald A. Beltz**, a citizen of the United States of America and residing at 4 Eustis Street, Lexington, Massachusetts 02421, are the inventors of certain new and useful inventions and discoveries, for which we have made an application for a United States Patent Application entitled "NOVEL COMPOSITIONS OF QS-21" also identified as Attorney Docket Number 106941.174 , the specification of which was filed with the United States Patent and Trademark Office as a Provisional Application on August 29, 1997, and assigned Serial Number 60/057,225; and as a Utility Application on September 1, 1998, and assigned Serial Number 09/143,145; and

WHEREAS, **AQUILA BIOPHARMACEUTICALS, INC.** , whose address is 175 Crossing Boulevard, Suite 200, Framingham, Massachusetts 01702-4473, the United States of America, which, together with its successors and assigns is hereinafter called "ASSIGNEE," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited;

NOW, THEREFORE, for and in consideration of our employment by ASSIGNEE and other valuable consideration furnished by ASSIGNEE to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to ASSIGNEE the entire right, title, and interest in and to said inventions and discoveries, said United States Patent Application, any and all other applications for Letters Patent(s) on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation, continuation-in-part, reexamination and convention applications based in whole, or in part, upon said inventions or discoveries, or upon said United States Patent Application, and any and all Letters Patent(s), reissues, and extensions of Letters Patent(s) granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon, or arise from, said inventions, said discoveries, said applications, and said Letters Patent(s);
2. Authorize ASSIGNEE to file patent applications in any or all countries on any or all of said inventions and discoveries in our names or in the name of ASSIGNEE or otherwise as ASSIGNEE may deem advisable, under International Conventions or otherwise;
3. The undersigned hereby authorizes and requests the attorneys of record in said application to insert in this assignment the filing date and serial number of said application when officially known;
4. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments throughout the world to issue or transfer all said Letters Patent(s) to ASSIGNEE, as assignee of the entire right, title, and interest therein or otherwise as ASSIGNEE may direct;
5. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications, or patents, or any license to use the same, or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to ASSIGNEE without encumbrance;

6. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon ASSIGNEE's request and at ASSIGNEE's expense, but without additional consideration to either us or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patent(s) shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this Assignment had not been made; and particularly to execute and deliver to ASSIGNEE all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by ASSIGNEE; and to communicate to ASSIGNEE all facts known to us relating to said inventions and discoveries or the history thereof, and to testify as to the same in any court or proceeding; and to furnish ASSIGNEE any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of my heirs, legal representatives, or assigns which may be useful for establishing the facts of my conceptions, disclosures, and reduction to practice of said inventions and discoveries.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal.

DATE: November 22, 2000

Charlotte A. Kensil
Charlotte A. Kensil

WITNESSED BY:

Commonwealth of Massachusetts

, ss.

Then personally appeared the above named **Charlotte A. Kensil**, who acknowledged the execution of the above instrument to be her free act and deed, before me,

Pearl Gottberg
My Commission Expires: May 8 2006

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal.

DATE: Nov 22, 2000

Gerald A. Beltz
Gerald A. Beltz

WITNESSED BY:

Commonwealth of Massachusetts

, ss.

Then personally appeared the above named **Gerald A. Beltz**, who acknowledged the execution of the above instrument to be his free act and deed, before me,

Pearl Gottberg
My Commission Expires: May 8 2006